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RECORDATION NO. 21062-A, B
FILED
DEC 29 '98 3:00PM

December 29 1998

Counterpart - J. Williams
Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of each of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

1. The first document is Amendment # 1, a secondary document, dated as of November 17, 1997. The primary document to which this is connected is recorded under Recordation No. 21062. We request that this document be recorded under Recordation No. 21062-A.

The names and addresses of the parties to Amendment # 1 are:

Lessor:

National Railway Equipment Company
14400 South Robey
Dixmoor, IL 60426

Lessee:

B → The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105-1804

A description of the equipment covered by Amendment # 1 consists of three SW1500 locomotives numbered 2529, 9546, and 9547.

Honorable Vernon A. Williams

December 29 1998

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2. The second document is Amendment # 2, a secondary document, dated as of February 26, 1998. The primary document to which this is connected is recorded under Recordation No. 21062. We request that this document be recorded under Recordation No. 21062-B.

The names and addresses of the parties to Amendment # 2 are:

Lessor:

National Railway Equipment Company
14400 South Robey
Dixmoor, IL 60426

Lessee:

The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105-1804

A description of the equipment covered by Amendment # 2 consists of three SW1500 locomotives numbered 2529, 9546, and 9547; and two MP15 locomotives numbered 963 and 2697.

A fee of \$52.00 is enclosed. Please return the originals of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

BALL JANIK LLP

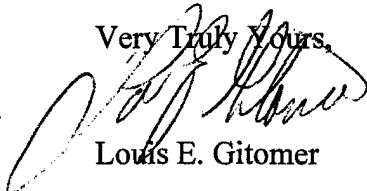
Honorable Vernon A. Williams

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A short summary of the document to appear in the index follows: (1) Amendment # 1 between National Railway Equipment Company, 14400 South Robey, Dixmoor, IL 60426, and The Kansas City Southern Railway Company, 114 West Eleventh Street, Kansas City, MO 64105-1804, covering three SW1500 locomotives numbered 2529, 9546, and 9547; and (2) Amendment # 2 between National Railway Equipment Company, 14400 South Robey, Dixmoor, IL 60426, and The Kansas City Southern Railway Company, 114 West Eleventh Street, Kansas City, MO 64105-1804, covering three SW1500 locomotives numbered 2529, 9546, and 9547; and two MP15 locomotives numbered 963 and 2697.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 21062-B FILED

DEC 29 '98

3-00PM

AMENDMENT # 2

This amendment, dated the 26th day of February, 1998, shall be incorporated into the LOCOMOTIVE LEASE AGREEMENT dated the 17th day of October, 1997, by and between NATIONAL RAILWAY EQUIPMENT COMPANY (LESSOR) and THE KANSAS CITY SOUTHERN RAILWAY CO. (LESSEE).

This amendment revises the original lease agreement and Schedule A dated October 17, 1997, and prior amendment #1. The effective date of this amendment will be March 1, 1998.

Type and General Description of Locomotive Unit, Marks and Numbers:

<u>UNIT NO.</u>	<u>TYPE</u>	<u>GENERAL DESCRIPTION</u>	<u>LEASE RATE</u> <u>PER LOCOMOTIVE</u> <u>DAILY</u>
963	MP15AC	Switching Locomotive	
2697	MP15DC	Switching Locomotive	
2529	SW1500	Switching Locomotive	
9546	SW1500	Switching Locomotive	
9547	SW1500	Switching Locomotive	

AMENDED
TERM

365 DAYS TO EXPIRE 03/01/99 \$190.00

LESSOR: NATIONAL RAILWAY EQUIPMENT COMPANY

BY: [Signature]

TITLE: Vice President

LESSEE: B → THE KANSAS CITY SOUTHERN RAILWAY COMPANY

BY: [Signature]

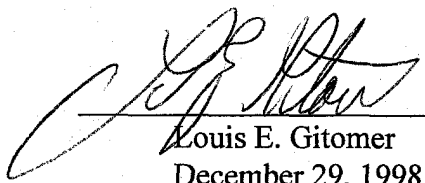
TITLE: SR VP - operations

APPROVED AS TO FORM

[Signature]

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Amendment # 2 dated as of February 26, 1998, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 29, 1998